

USDC SDNY DOCUMENT ELECTRONICALLY FILED DOC #: _____ DATE FILED: July 14, 2020

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
KDH CONSULTING GROUP LLC,	:	
	:	
Plaintiff,	:	20 Civ. 3274
	:	
- against -	:	<u>ORDER</u>
	:	
ITERATIVE CAPITAL MANAGEMENT L.P.,	:	
et al.,	:	
	:	
Defendants.	:	
-----X	:	

VICTOR MARRERO, United States District Judge.

By letter dated July 10, 2020 ("July 10 Letter," Dkt. No. 38), Plaintiff KDH Consulting Group LLC ("KDH") seeks clarification of the Court's Decision and Order dated June 29, 2020 ("June 29 Order," Dkt. No. 37).¹ The June 29 Order granted in part and denied in part the motion so deemed by the Court as filed by defendants Iterative Capital Management L.P., Iterative Capital GP, LLC, Iterative OTC, LLC, Iterative Mining, LLC, Brandon Buchanan, and Christopher Dannen ("Defendants") to dismiss the complaint. (June 29 Order at 33-34.) The June 29 Order also directed KDH to show cause why its state-law claims should not be dismissed with prejudice given the apparent futility, in light of the forum selection clause, of amending the complaint to further

¹ Although the June 29 Order is dated June 27, it was not docketed until June 29. Accordingly, the parties should construe the deadlines therein as running from June 29, 2020.

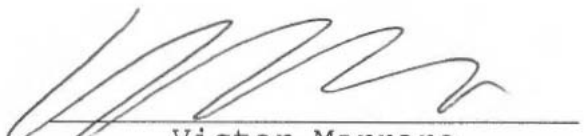
bolster these claims. KDH now seeks clarification as to whether the Court's contemplated dismissal of its state law claims would be "without prejudice to bringing such claims in a Delaware state court." (July 10 Letter at 2.)

Because the Court contemplated dismissal of the state law claims with prejudice to refiling in this Court, and because the Court held as a matter of law that the forum selection clause -- which requires the parties to litigate all claims arising out of the Limited Partnership Agreement in the Delaware Court of Chancery -- was enforceable, the Court will direct KDH to show cause why Counts Five through Twelve should not be dismissed without prejudice to refiling in Delaware state court, as provided by the forum selection clause. Accordingly, it is hereby

ORDERED that plaintiff KDH Consulting Group LLC show cause why Counts Five through Twelve of its complaint (Dkt. No. 20) should not be dismissed without prejudice to refiling such claims in state court within twenty days of the Court's Order dated June 29, 2020 (Dkt. No. 37).

SO ORDERED.

Dated: New York, New York
14 July 2020



Victor Marrero
U.S.D.J.